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THE MARMON GROUP, INC.

225 West Washington Street, Chicago, Illinois 60606, Tel. (312) 372-9500, Fax (312) 845-5305, Telex 253112 CGO

September 21, 1995

5 15373-A+B

Interstate Commerce Commission  
12th Street & Constitution Avenue, N.W.  
Washington, DC 20423

Attn: Ms. Janice M. Fort  
Room 2311

Re: Equipment Trust Agreement (Series CAN-3)  
Recordation No. 15373

Dear Ms. Fort:

Enclosed are the original and two certified copies of the First Supplemental Equipment Trust Agreement dated as of September 11, 1995, among Procor Limited, Union Tank Car Company and The Royal Trust Company, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

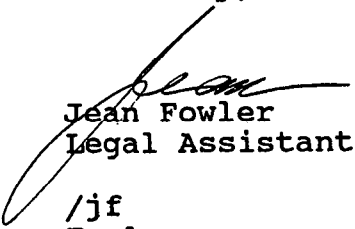
Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$42 for the filing fee.

Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,

  
Jean Fowler  
Legal Assistant

/jff  
Enclosures

UTC4066

RECEIVED  
OFFICE OF THE  
SECRETARY  
SEP 25 3 36 PM '95  
LICENSING BRANCH

STATE OF ILLINOIS)  
COUNTY OF COOK )

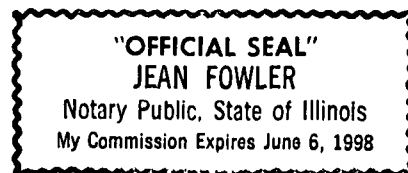
15323-B  
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CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Bill of Sale dated as of September 11, 1995, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 21st day of September, 1995.

  
Notary Public



BILL OF SALE  
from  
THE ROYAL TRUST COMPANY  
as Trustee under Equipment Trust Agreement  
Dated as of October 1, 1987  
(Series CAN-3)

15373-B  
FILED 10/25/95  
SEP 25 1995 3:12 PM


KNOW ALL MEN BY THESE PRESENTS, that The Royal Trust Company ("Trustee"), as Trustee under that certain Equipment Trust Agreement ("Agreement") dated as of October 1, 1987, among Procor Limited, a corporation incorporated under the Canadian Business Corporations Act ("Company"), Union Tank Car Company, a Delaware corporation, and Trustee, in consideration of the conveyance to Trustee of certain Equipment (as defined in the Agreement) to be substituted under the Agreement, and other compliance by Company with the terms of the Agreement; and particularly Section 4.07 thereof with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, does hereby sell, assign, transfer, set over and deliver unto Union Tank Car Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

TO HAVE AND TO HOLD the said Equipment unto Union Tank Car Company and its successors and assigns forever.

THIS BILL OF SALE releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission.

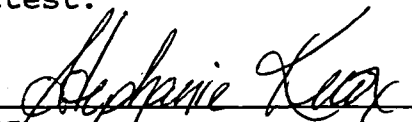
IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, as of the 11th day of September, 1995.

THE ROYAL TRUST COMPANY

By:   
Title: TED C. MASON  
AUTHORIZED SIGNATORY

(CORPORATE SEAL)

Attest:

  
Its

  
ELIZABETH EARLE  
AUTHORIZED SIGNATORY

UTC2044A

CITY OF TORONTO       )  
PROVINCE OF ONTARIO)

On this 19<sup>th</sup> day of September, 1995, before me, a Notary Public in and for said Province, personally appeared Tedford Mason and Elizabeth Farle, to me personally known, who being by me duly sworn did say that they are, respectively, authorized signatory and authorized signatory of The Royal Trust Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said corporation.

SL Murphy  
Notary Public

My Commission Expires:

N/A

UTC2044A

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
WRECKED/RETIRED CARS (SCHEDULE B)  
SERIES P104 (CAN III).

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
1	C711	CUFT.	UNPX 120586
<u>1</u>	TOTAL		